

SOUTHERN DISTRICT OF NEW YORK \_\_\_\_\_X

In re:  
DELPHI CORPORATION, et al.,

Debtors.

Chapter 11  
Case No. 05-44481  
(Jointly Administered)

\_\_\_\_\_  
\_\_\_\_\_X

NOTICE OF TRANSFER OF CLAIM PURSUANT TO F.R.B.P. RULE 3001(e)(1)

Transferor: United Industries, Inc.  
1546 Henry Avenue  
Beloit, WI 53511  
Attn: David Schmitt

Transferee: Contrarian Funds, LLC  
411 West Putnam Avenue, S-225  
Greenwich, CT 06830  
Attn: Alpa Jimenez

A transfer of all right, title and interest in and to the schedule amount held by United Industries, Inc. (the "Transferor") in the amount of **\$88,432.93** against **Delphi Automotive Systems LLC** and its affiliates. This transfer is evidenced by the Transfer of Claim attached as Exhibit "A".

No action is required if you do not object to the transfer of your claim. However, IF YOU OBJECT TO THE TRANSFER OF YOUR CLAIM, WITHIN 20 DAYS OF THE DATE OF THIS NOTICE, YOU MUST:

• **FILE A WRITTEN OBJECTION TO THE TRANSFER with:**

United States Bankruptcy Court  
Alexander Hamilton Custom House  
Attn: Bankruptcy Clerk  
One Bowling Green  
New York, NY 10004-1408

• **SEND A COPY OF YOUR OBJECTION TO THE TRANSFEE:**

Refer to INTERNAL CONTROL No. \_\_\_\_\_ in your objection.  
If you file an objection, a hearing will be scheduled.

IF YOUR OBJECTION IS NOT TIMELY FILED, THE TRANSFEE WILL BE SUBSTITUTED ON OUR RECORDS AS THE CLAIMANT.

\_\_\_\_\_  
FOR CLERK'S OFFICE USE ONLY:

This notice was mailed to the first party, by first class mail, postage prepaid on \_\_\_\_\_, 2006.

INTERNAL CONTROL NO. \_\_\_\_\_

Copy: (check) Claims Agent \_\_\_\_\_ Transferee \_\_\_\_\_ Debtor's Attorney \_\_\_\_\_

\_\_\_\_\_  
Deputy Clerk

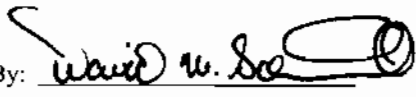
**EVIDENCE OF TRANSFER OF CLAIM**

UNITED INDUSTRIES, INC., a ~~Delaware~~ corporation, its successors and assigns (collectively, "Assignor"), pursuant to that certain Transfer of Claim Agreement dated March \_\_, 2006, has hereby absolutely and unconditionally sold, transferred and assigned to Contrarian Funds, LLC its successors and assigns (collectively, "Assignee") the general unsecured claim (the "Claim"), in the principal amount listed on Schedule A attached hereto, against Delphi Automotive Systems, LLC, (the "Debtor") in the bankruptcy proceedings (the "Proceedings") in the United States Bankruptcy Court for the Southern District of New York, case no. 05-44481 (RDD) (jointly administered) or any other court with jurisdiction over such proceedings.

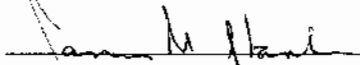
Assignor hereby waives any notice or hearing requirements imposed by Rule 3001 of the Bankruptcy Rules, and stipulates that an order may be entered recognizing the assignment of this Claim as an unconditional assignment and Assignee as the valid owner of the Claim.

IN WITNESS WHEREOF, Assignor has duly executed this Evidence of Transfer of Claim by its duly authorized representative this 22 day of March 2006.

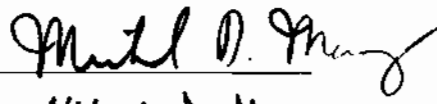
(Assignor)  
UNITED INDUSTRIES, INC.

By:   
Name: David M. Schmitt  
Title: Corporate Secretary & Treasurer

(Assignee)  
CONTRARIAN FUNDS, LLC  
By: Contrarian Capital Management, LLC,  
as manager

By:   
Name: Janice Stanton  
Title: Member

(Assignor)  
WITNESS:

By:   
Name: Michael D. Menz  
Title: \_\_\_\_\_

**EVIDENCE OF TRANSFER OF RECLAMATION CLAIM**

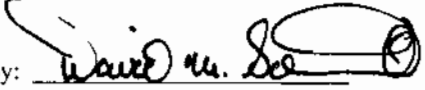
UNITED INDUSTRIES, INC., a Delaware corporation, its successors and assigns (collectively, "Assignor"), pursuant to that certain Transfer of Claim Agreement dated March \_\_, 2006, has hereby absolutely and unconditionally sold, transferred and assigned to Contrarian Funds, LLC its successors and assigns (collectively, "Assignee") the reclamation claim (the "Claim"), in the principal amount listed on Schedule A attached hereto, against Delphi Automotive Systems, LLC, (the "Debtor") in the bankruptcy proceedings (the "Proceedings") in the United States Bankruptcy Court for the Southern District of New York, case no. 05-44481 (RDD) (jointly administered) or any other court with jurisdiction over such proceedings.

Assignor hereby waives any notice or hearing requirements imposed by Rule 3001 of the Bankruptcy Rules, and stipulates that an order may be entered recognizing the assignment of this Claim as an unconditional assignment and Assignee as the valid owner of the Claim.

IN WITNESS WHEREOF, Assignor has duly executed this Evidence of Transfer of Claim by its duly authorized representative this 22 day of ~~February~~ March 2006.

(Assignor)

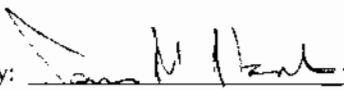
UNITED INDUSTRIES, INC.

By:   
Name: David M. Schmitt  
Title: Corporate Secretary & Treasurer

(Assignee)

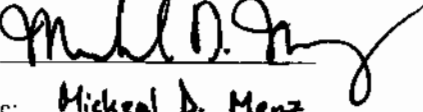
CONTRARIAN FUNDS, LLC

By: Contrarian Capital Management, LLC,  
as manager

By:   
Name: Janice Stanton  
Title: Member

(Assignor)

WITNESS:

By:   
Name: Michael D. Menz  
Title: \_\_\_\_\_

# Schedule A

United Industries, Inc.

Debtor	Case Number	Scheduled Amount	Outstanding Amt
Delphi Automotive Systems LLC	05-46640	88,432.93	75,194.32
	Unsecured Reclamation		13,238.61
<b>Total</b>		<b>88,432.93</b>	<b>88,432.93</b>

Initials: PS  
 Seller: 1/28 3/22/2006  
 Buyer: [Signature]